

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: :
: Chapter 7
MARRAFLO CONTRACTING, INC., :
: Debtor. : Case No.04-13820 (RDD)
:
-----X

**ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF ARENT FOX PLLC AS ATTORNEY TO THE TRUSTEE**

Upon the Application of Roy Babitt, Chapter 7 Trustee (the “Trustee”) of the estate of Marraflo Contracting, Inc. for an Order Authorizing Employment and Retention of Arent Fox PLLC as Counsel for the Trustee and the Debtor’s Estate (the “Application”) made pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, and the Declaration of Schuyler G. Carroll in support thereof, and it appearing that Arent Fox PLLC (“Arent Fox”) represents no interest adverse to the Trustee, the Debtor’s estate, or its creditors herein with respect to matters for which Arent Fox is to be engaged, that Arent Fox is a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code, and that its employment is necessary and in the best interest of the estate, and after due and adequate notice of the Application having been provided, and upon consent of the Office of the United States Trustee and after due deliberation and good cause appearing therefor, it is hereby

ORDERED, that pursuant to, *inter alia*, sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016, the Trustee is hereby authorized and empowered to employ and retain Arent Fox as his counsel, under a general retainer as set forth in the Application; and it is further

ORDERED, that compensation and reimbursement of expenses to be paid to Arent Fox shall be paid as an administrative expense in such amounts as shall be determined upon appropriate application to the Court pursuant to sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules and the United States Trustee Guidelines for fees and all orders and such other procedures as may be fixed by this Court.

Dated: June 9, 2006
New York, New York

/s/ Robert D. Drain
United States Bankruptcy Judge

NO OBJECTION:
UNITED STATES TRUSTEE

/s/Robert D. Drain
June 6, 2006